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MAR 14 2003

March 14, 2003

VIA COURIER

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of 360carrier management inc., Transferee, and Dynegy Global Communications, Inc., Transferor, for Section 214 Authority to Transfer Control of Dynegy Connect, L.P., an Authorized U.S. International and Domestic Communications Common Carrier

Dear Ms. Dortch

On behalf of 360carrier management inc. ("360-CMI") and Dynegy Global Communications, Inc. **L.P.** ("DGC")(DGC and 360-CMI, "Applicants"), enclosed please find **an** original and six (6) copies of an application for Commission approval to transfer control **of** Dynegy Connect, L.P., an authorized domestic communications common carrier, from DGC to 360-CMI. **Also** enclosed are a completed **Form** 159 and a check in the amount of \$860.00, payable to the Federal Communications Commission.

Pursuant to Section 63.04(b) of the Commission's **rules**, Applicants submit this filing **as** a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application"). Applicants are simultaneously filing the Combined Application with the International Bureau, in accordance with the Commission's **rules**.

Ms. Marlene H. Dortch, Secretary
March 14, 2003
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Kindly date-stamp **the** enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Troy F. Tanner', with a stylized flourish at the end.

Troy F. Tanner
Grace R. Chiu

Counsel for 360carrier management inc.

Enclosures

cc: William Dever (WCB) (via e-mail)
Tracy Wilson (WCB) (via facsimile)
James E. Miller, Esq. (Dynergy)
Doug Hsiao, Esq. (Dynergy)
Lin Gentemann, Esq. (360)
Ron Gustafson, **Esq.** (360)
Andrew D. Lipman (w/o encl.) (**SBSF**)

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. **20554**

In the Matter of the Application of
360carrier management inc.,
Transferee,
and
Dynergy Global Communications, Inc.,
Transferor,
For Authority Pursuant to Section 214 of the
Communications Act of 1934, **as** Amended,
To Transfer Control of Dynergy Connect, L.P.,
an Authorized U.S. International and Domestic
Communications Common Carrier

File No. ITC-T/C _____
WCB Docket No. 03- 80

APPLICATION

I. INTRODUCTION

360carrier management inc. (“360-CMI” or “Transferee”) and Dynergy Global Communications, Inc. (“DGC” or “Transferor”) (360-CMI and DGC, “Applicants”), by the undersigned counsel, hereby request authority pursuant to Section 214 of the Communications Act of 1934, **as** amended, and Sections 63.24(e) and 63.04(b) of **the** Commission’s **rules**: to transfer control of Dynergy Connect, L.P. (“Dynergy Connect”) from DGC to 360-CMI. Dynergy Connect holds authority to operate **as** a common carrier of international communications services pursuant to the grant of a Section 214 authorization, **as** described herein. Dynergy Connect also is authorized to provide domestic interstate common carrier services pursuant to blanket Section 214 authority under Section 63.01 of the Commission’s **rules**. 360-CMI is **a** wholly owned

subsidiary of 360networks Corporation, a leading provider of telecommunications services and network infrastructure in North America to carrier and data communications companies.

II. SUMMARY OF THE TRANSFER OF CONTROL TRANSACTION

Control of Dynegy Connect will be transferred to 360-CMI pursuant to an agreement whereby 360-CMI will acquire 100% of the equity of DGC. DGC holds a 69% partnership interest in Dynegy Connect. Two of DGC's wholly owned subsidiaries, Mantiss Information Corp. and Dynegy Connect GP, Inc., also hold partnership interests in Dynegy Connect of 1% and 10%, respectively. Including the interests of its wholly owned subsidiaries, DGC presently holds an 80% partnership interest in Dynegy Connect. Prior to closing, DGC will acquire the remaining 20% partnership interest in Dynegy Connect, which is presently held by Telstra, Ltd.

As a result of its acquisition of DGC, 360-CMI will indirectly control Dynegy Connect. Ultimate control of Dynegy Connect will be held by 360-CMI's ultimate parent, 360networks Corporation. Attached hereto as Exhibit A is an illustrative chart depicting the corporate structure of the parties prior to and immediately following consummation of the proposed transaction.

III. INFORMATION REQUIRED UNDER SECTION 63.24(e)

In support of this Application, Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in Section 63.18.

¹ 47 U.S.C. § 214 (*the "Act"*).
² 47 C.F.R. §§ 63.24(e), 63.04(b).

(a) Name, Address and Telephone Number of Each Applicant.

Transferor: Dynege Global Communications, Inc.
6446 S. Kenton Street
Suite 170
Englewood, CO 80111
Tel: (720) 833-6400
FRN: 0008614497

Transferee: 360carrier management inc.
12202 Airport Way
Broomfield, CO 80021
Tel: (303) 854-5000
FRN: 0008613291

(b) Government or State of Organization of Each Applicant.

Transferor: DGC is a corporation formed under the laws of Delaware.

Transferee: 360-CMI is a corporation formed under the laws of Nevada.

(c) Contact Person for this Application.

Correspondence and communications concerning this Application should be directed to:

Troy F. Tanner
Grace R. Chiu
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7647
Email: TFTanner@swidlaw.com
GRChiu@swidlaw.com

(d) Section 214 Authorization.

Transferor: DGC has not previously received authority under Section 214 of the Act.

Licensee: **Dynege** Connect received authority under Section 214 of the Act to provide global facilities-based and global resale international telecommunications services. **See** File No. ITC-214-20010117-00030, Rep. No. TEL-00353 (Feb. 15, 2001).

Transferee: 360-CMI ~~has~~ not previously received authority under ~~Section 214~~ of the Act.

(e)(3) By this Application, Applicants request Section 214 authority to transfer control of Dynegy Connect, which holds an international Section 214 authorization, ~~from DGC~~ to 360-CMI.

(f) Not applicable

(g) Not applicable. Applicants do not seek Section 214 authority pursuant to paragraph (e)(4) of Section 63.18 of the Commission's rules.

(h) Equity Ownership. The following entity directly owns ten percent (10%) or more of the equity of 360-CMI.

Name: 360networks holdings (USA) inc.
Address: 12202 Airport Way
Broomfield, CO 80021
Citizenship: U.S.
Principal Business: Telecommunications
% Equity: 100%

The following entities directly own ten percent (10%) or more of the equity of 360networks holdings (USA)inc.

Name: 360networks (CDN fiber) ~~ltd.~~
Address: #1500-1066 West Hastings Street
Vancouver, British Columbia
V6E 3X1
Citizenship: Canada
Principal Business: Telecommunications
% Equity: 18%

Name: 360networks Corporation
Address: #1500-1066 West Hastings Street
Vancouver, British Columbia
V6E 3X1
Citizenship: Canada
Principal Business: Telecommunications
%Equity: 82%

The following **entity** directly owns 100% **of the** equity of **360networks (CDN fiber) Ltd.:**

Name: 360**networks** Corporation
Address: #1500-1066 West **Hastings** Street
Vancouver, British Columbia
V6E 3X1
Citizenship: Canada
Principal Business: Telecommunications
% Equity: 100%

The following entity directly owns ten percent (10%) or more of the equity of **360networks** Corporation.

Name: WLR Recovery Fund II, L.P.
Address: c/o WL **Ross** & Co. LLC
Manhattan Tower
101 East 52nd Street, 19th Floor
New York, New York 10022.
Citizenship: U.S.
Principal Business: Investment
% Equity: 10%

The general partner of WLR Recovery **Fund II, L.P.** is:

Name: WLR Recovery Fund II, LLC
Address: c/o WL **Ross** & Co. LLC
Manhattan Tower
101 East 52nd Street, 19th Floor
New York, New York 10022.
Citizenship: U.S.
Principal Business: Investment

No other person or entities directly or indirectly **owns** ten percent (10%) or more of the equity of **360networks Corporation.**

Interlocking directorates.

Vanessa Wittman 360**carrier** management inc.
Director, Secretary

360**networks** Canada Ltd.
Director, Secretary

GT Group Telecom Services Corp.
Director. President

360networks services Ltd.
Director, President

LondonConnect Inc.
Director, President, CEO

Lin Gentemann 360carrier management inc.
Director, Vice President and **General** Counsel

GT Group Telecom Services Corp
General Counsel

360networks services Ltd.
General Counsel

- (i) 360-CMI certifies that it **is** not a foreign carrier. 50-CMI as affiliations with foreign carriers within the meaning of Section 63.09 **of** the Commission's **rules**. **These** affiliations are with the following entities: 360networks Canada Ltd., 360networks services Ltd., GT Group Telecom Services Corp., and LondonConnect Inc.
- (j) 360-CMI certifies that through its control **of** Dynegy Connect it seeks to provide international telecommunications services to Canada, where its ultimate parent, 360networks Corporation, controls the following foreign carriers: 360networks services **Ltd.** and GT Group Telecom Services Corp.
- (k) Canada is a member of the World Trade Organization ("WTO").
- (l) Because Canada is a member of **the** WTO, 360-CMI's affiliations with 360networks Canada Ltd., 360networks services **ltd.**, GT Group Telecom Services Corp., and LondonConnect **Inc.** do not pose any concerns that would justify conditioning or denying this Application. None of 360-CMI's foreign affiliates has a **50** percent market **share** in Canada in either the international transport or **the** local access markets or the ability to discriminate against unaffiliated **U.S.** carriers on the foreign **end** of routes through the control of bottleneck facilities or services.
- (m) As described in paragraph (l), above, 360-CMI's foreign affiliated carriers **are** presumptively non-dominant, therefore, Dynegy Connect should qualify for non-dominant classification **for** the provision of all **U.S.** international telecommunications services, pursuant to Section **63.10(a)(3)** of the Commission's **rules**.

-) 360-CMI certifies that it has not agreed to accept special concessions, as defined in title 4(b) of the Commission's rules, by or through any foreign carrier with respect to any U.S. international route where the foreign carrier performs a stop on the foreign end of the route, and will not enter into such agreements in the future.
-) 360-CMI and DGC certify pursuant to Sections 1.2001 through 1.2004 of the Commission's rules that no party to the application is eligible to a level of Federal benefits pursuant to title 1 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 101.
- (p) 360-CMI submits that this application qualifies for expedited processing pursuant to Section 63.12(c)(1)(ii) of the Commission's rules because, as set forth in paragraph (l), above, 360-CMI qualifies for a presumption of non-eligibility pursuant to Section 63.12(a)(3) of the Commission's rules with respect to its foreign subsidiaries.

IV. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63

Applicants also request authority pursuant to Section 214 of the Act and Section 63.04(b) of the Commission's rules for domestic Section 214 authorization to transfer control of Dynegy Connect from DGC to 360-CMI. Attached hereto as Attachment 1 is the additional information required under paragraphs (a)(6) through (a)(12) of Section 63.04 of the Commission's rules.

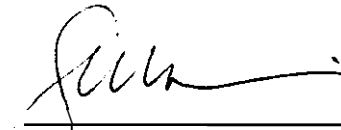
V. CONCLUSION

Wherefore, for the reasons stated herein, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for Section 214 authority to transfer control of Dynegy Connect, L.P. from Dynegy Global Communications, Inc. to 360carrier management inc. This transfer application is contingent on the closing of the

transaction **as** reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully submitted,

360carrier management inc.



Troy F. Tanner
Grace R. Chiu

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Counsel to 360carrier management inc.

James E. Miller, Esq.
DYNEGY GLOBAL
COMMUNICATIONS, INC.
1000 Louisiana Suite 5800
Houston TX 77002
Tel: (713) 767-8689
Fax: (713) 767-5010

Dated: March 14, 2003

ATTACHMENT 1

Additional Information Required under Section 63.04(a)6 through (a)(12) For a Domestic Section 214 Transfer of Control Application

(a)(6) Description of the transaction. As stated in Section II of this Application, control of Dynegy Connect will be transferred to 360-CMI pursuant to an agreement whereby 360-CMI will acquire 100% of the equity of DGC. DGC holds a 69% partnership interest in Dynegy Connect. Two of DGC's wholly owned subsidiaries, Mantiss Information Corp. and Dynegy Connect GP, Inc., also hold partnership interests in Dynegy Connect of 1% and 10%, respectively. Including the interests of its wholly owned subsidiaries, DGC presently holds an 80% partnership interest in Dynegy Connect. **Prior** to closing, DGC will acquire the remaining 20% partnership interest in Dynegy Connect, which is presently held by Telstra, Ltd.

As a result of its acquisition of DGC, 360-CMI will indirectly control Dynegy Connect. Ultimate control of Dynegy Connect will be held by 360-CMI's ultimate parent, 360networks Corporation. Attached hereto as Exhibit A is **an** illustrative chart depicting the corporate structure of the parties prior to and immediately following consummation of **the** proposed transaction.

(a)(7) Geographic Areas Served by Applicants and Their Affiliates.

Transferor: DGC does not provide service in any geographic area.

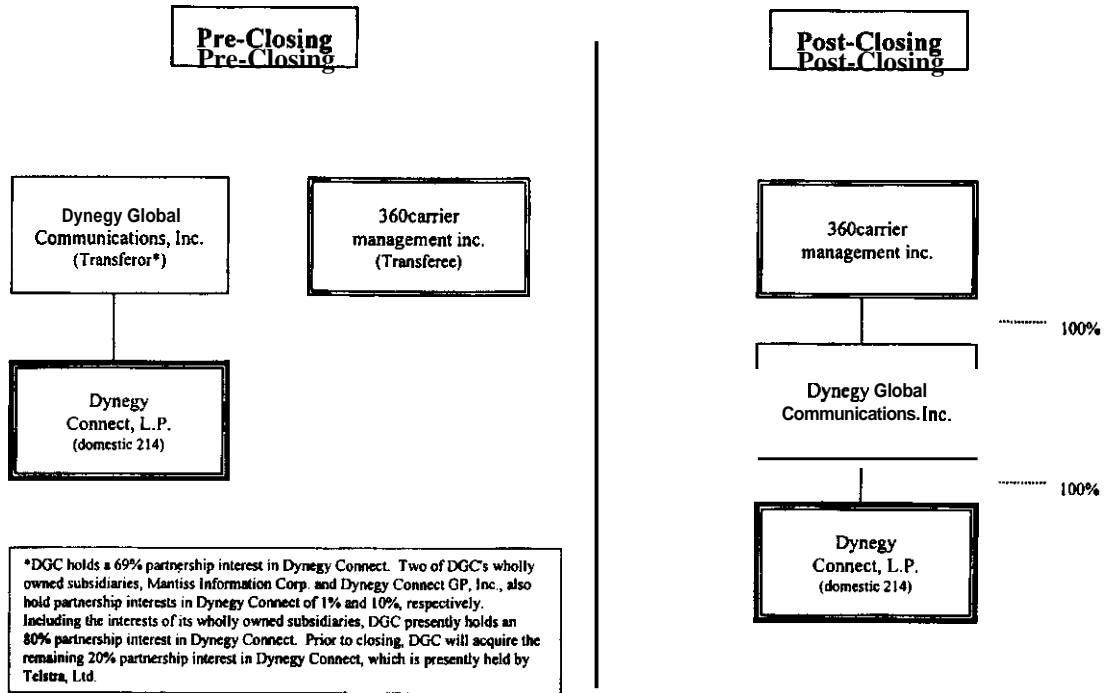
Licensee: Dynegy Connect provides interstate telecommunications services throughout the continental United States.

Transferee: 360-CMI does not provide service in **any** geographic area.

- (a)(8) Presumptive Streamlined Treatment. Applicants submit that this Application presumptively qualifies for the streamlined procedures provided in Section 63.03 of the Commission's **rules** because 360-CMI, the transferee, is not a telecommunications provider.
- (a)(9) Related Applications. Applicants are concurrently filing an international section 214 transfer of control application.
- (a)(10) Special Consideration. Applicants **are** not requesting special consideration because a party to the transaction **is** facing imminent business failure.
- (a)(11) Waiver Requests. None.
- (a)(12) Statement of Public Interest. Grant of this Application will serve the public interest, convenience and necessity by promoting competition among telecommunications carriers. Approval of the proposed transfer of control of Dynegy Connect from **DGC** to 360-CMI will enable 360networks Corporation to expand its existing fiber network and thereby increase its operational flexibility and efficiency in developing high-quality, reliable and innovative broadband network service offerings across North America. These enhancements will inure directly to the benefit of existing customers of Dynegy Connect and ultimately to consumers in the domestic telecommunications marketplace. **The** proposed transfer of control will therefore ensure the provision of innovative, high quality telecommunications services to the public and should promote competition in the U.S. domestic telecommunications service market.

EXHIBIT A

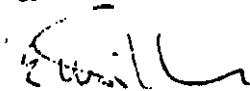
Illustrative Chart of Proposed Transfer of Control of Dynergy Connect, L.P. to 360carrier management ine.



CERTIFICATION

On behalf of Dynegy Global Communications, Inc. ("Transferor"), I hereby certify that I am ~~authorized to make this Certification~~ on behalf of Transferor, that I ~~have read~~ the foregoing Application for Section 214 Authority and know the contents ~~thereof~~; and that ~~the~~ statements in the foregoing Application pertaining to Transferor ~~are~~ true, complete, and correct to the best of my knowledge and ~~are~~ made in good faith.

Dynegy Global Communications, Inc.



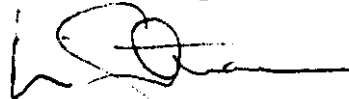
By:  James E. Miller
Vice President & General Counsel

March 14.2003

CERTIFICATION

On behalf of 360networks carriers management inc. ("Transferee"), I hereby certify that I **am** authorized to make this Certification on behalf of Transferee; that I have **read** the foregoing Application for Section 214 Authority and know the contents thereof; and that the statements in the foregoing Application **are** true, complete, and correct to the best of my knowledge and are made in good faith.

360networks Corporation

A handwritten signature in black ink, appearing to read 'Lin Gentemann', written over a circular stamp or seal.

By: **Lin Gentemann**
Vice President and General Counsel

March 13, 2003